

Exhibit 12



NV-FID Money Transmitter License Amendment Checklist (Company)

CHECKLIST SECTIONS

- [General Information](#)
- [Amendments](#)

GENERAL INFORMATION

Instructions

The Nevada Financial Institutions Division does not require a specific advance notice for any changes, but many changes must be approved prior to the effective date of the change. Make the changes in NMLS at least 30 days in advance and submit supporting documentation as instructed in the checklist below to ensure timely processing of the change.

Uploading Agency-Specific Documents

If you are required to upload documents to NMLS for an Advance Change Notice (ACN), select “Advance Change Notice” for the document type in the NMLS Document Uploads section. If you are required to upload documents for an amendment that doesn’t require ACN, select the applicable document type in the NMLS Document Uploads section.

Note: Use the recommended filing naming convention found on the [Document Upload Descriptions and Examples](#).

Helpful Resources

- [Amendments & Advance Change Notice](#)
- [Document Uploads Quick Guide](#)
- [Document Upload Descriptions and Examples](#)

Agency Contact Information

Contact *Financial Institutions Division* licensing staff by phone at [\(775\) 684-2970](tel:7756842970) or send your questions via email to FIDLicensing@fid.state.nv.us for additional assistance.

For U.S. Postal Service:

Nevada Financial Institutions Division
Attn: Application Processing
1830 E. College Pkwy, Ste 100
Carson City, NV 89706

For Overnight Delivery:

Nevada Financial Institutions Division
Attn: Application Processing
1830 E. College Pkwy, Ste 100
Carson City, NV 89706

THE APPLICANT/LICENSEE IS FULLY RESPONSIBLE FOR ALL OF THE REQUIREMENTS OF THE LICENSE FOR WHICH THEY ARE APPLYING. THE AGENCY SPECIFIC REQUIREMENTS CONTAINED HEREIN ARE FOR GUIDANCE ONLY TO FACILITATE APPLICATION THROUGH NMLS. SHOULD YOU HAVE QUESTIONS, PLEASE CONSULT LEGAL COUNSEL.

AMENDMENTS

- [Change of Legal Name](#)
- [Change of Main Address](#)
- [Addition or Modification of Other Trade Name](#)
- [Deletion of Other Trade Name](#)
- [Change of Legal Status](#)
- [Addition or Modification of Affiliates/Subsidiaries](#)
- [Addition or Modification of Direct Owners/Executive Officers](#)
- [Addition or Modification of Indirect Owners](#)
- [Change of Disclosure Question\(s\)](#)

Note: Information uploaded or filed in NMLS will not be viewable to the agency until the filing has been attested to and submitted through NMLS. Agency-specific requirements that should be emailed or mailed to the agency on the checklist below must be received with the appropriate checklist within five (5) business days of the electronic submission of your filing through NMLS.

NMLS ID Number	
Licensee Legal Name	

Complete	NV-FID Money Transmitter License Change of Legal Name Amendment Items	Submitted via...
<input type="checkbox"/>	Change of Legal Name: Submit an amendment for a change of Legal Name through the Company Form (MU1) in NMLS.	NMLS
Note	Change of Legal Name Fee: \$0 per license Fees collected through NMLS are NOT REFUNDABLE OR TRANSFERABLE.	N/A
<input type="checkbox"/>	Surety Bond Rider: Contact the surety bond producer to inform them of the change and effective date so the producer can initiate the Surety Bond Rider Process in NMLS. Visit the ESB for NMLS Licensees page of the NMLS Resource Center for more information about the Electronic Surety Bond process.	Electronic Surety Bond
<input type="checkbox"/>	<p>Formation Documents: Formation Documents must be submitted related to this change type.</p> <p>You will need to submit documentation for both the state of formation and for Nevada.</p> <p>Determine classification of applicant's legal status and submit a State certified copy of the requested applicable documentation detailed below. Original formation documents and all subsequent amendments, thereto including a list of any name changes.</p> <p>Sole Proprietor</p> <ul style="list-style-type: none"> An Affidavit of American Citizenship with a notarized copy of an approved identification document. <p>Unincorporated Association:</p> <ul style="list-style-type: none"> By-Laws or constitution (including all amendments). <p>General Partnership:</p> <ul style="list-style-type: none"> Partnership Agreement (including all amendments). <p>Limited Liability Partnership:</p> <ul style="list-style-type: none"> Certificate of Limited Liability Partnership; and Partnership Agreement (including all amendments). <p>Limited Partnership:</p> <ul style="list-style-type: none"> Certificate of Limited Partnership; and Partnership Agreement (including all amendments). <p>Limited Liability Limited Partnership:</p> <ul style="list-style-type: none"> Certificate of Limited Liability Limited Partnership; and Partnership Agreement (including all amendments). <p>Limited Liability Company ("LLC"):</p> <ul style="list-style-type: none"> Articles of Organization (including all amendments); Operating Agreement (including all amendments); IRS Form 2553 or IRS Form 8832 if S-corp treatment elected; and LLC resolution if authority not in operating agreement. <p>Corporation:</p> <ul style="list-style-type: none"> Articles of Incorporation (including all amendments); 	<p>Upload in NMLS: under the Document Type Formation Document in the <i>Document Uploads</i> section of the Company Form (MU1).</p>

Complete	NV-FID Money Transmitter License Change of Legal Name Amendment Items	Submitted via...
	<ul style="list-style-type: none"> • By-laws (including all amendments), if applicable; • Shareholder Agreement (including all amendments), if applicable; • IRS Form 2553 if S-corp treatment elected; and • Corporate resolution if authority to complete application not in By-Laws or Shareholder Agreement, as amended, as applicable. <p>Not for Profit Corporation</p> <ul style="list-style-type: none"> • Documents requested of a Corporation; and • Proof of nonprofit status <ul style="list-style-type: none"> ○ Internal Revenue Service (“IRS”) 501(c)(3) designation letter; or ○ statement from a State taxing body or the State attorney general certifying that: (i) the entity is a nonprofit organization operating within the State; and (ii) no part of the entity’s net earnings may lawfully benefit any private shareholder or individual; or ○ entity's certificate of incorporation or similar document if it clearly establishes the nonprofit status of the applicant; or ○ Any of the three preceding items described, if that item applies to a State or national parent organization, together with a statement by the State or parent organization that the applicant is a local nonprofit affiliate. <p>Trust (Statutory)</p> <ul style="list-style-type: none"> • Certificate of Trust; and • Governing instrument (all amendments). 	
<input type="checkbox"/>	<p>Lease Agreement/Proof of Ownership: Submit a copy of the executed lease for the proposed licensed location. The lease must be in the name of the applicant. If the lease is in another entity’s name, the lease must explicitly permit the applicant to operate from the location or the applicant will need to submit a letter from the landlord that acknowledges the applicant’s authority to operate from the leased space.</p> <p>This document should be named <i>[Company Legal Name] Lease</i>. If the landlord letter is required, that document should be also be submitted and should be named <i>[Company Legal Name] Landlord Acknowledgement</i>.</p>	<p>Upload in NMLS: under the Document Type <u>Lease</u> in the <i>Document Uploads</i> section of the Company Form (MU1).</p>
<input type="checkbox"/>	<p>Municipal Business License: If the municipal license was updated as part of the legal name change, submit a copy of any updated municipal business license. This includes any required city or county licenses, occupancy certificates or business tax receipts.</p> <p>This document should be named <i>[Company Legal Name] Local Licenses</i>.</p>	<p>NMLS Upload under Document Uploads in the <i>Additional Requirements</i> section of the Company Form (MU1).</p>
<input type="checkbox"/>	<p>Return Original License: Company is required to return its license to this agency.</p>	<p>Mail to Nevada Financial Institutions Division</p>

NMLS ID Number	
Licensee Legal Name	

Complete	NV-FID Money Transmitter License Change of Main Address Amendment Items	Submitted via...
<input type="checkbox"/>	Change of Main Address: Submit an amendment for a change of Main (Corporate) Address through the Company Form (MU1) in NMLS.	NMLS
Note	Change of Main Address: \$0 per license Fees collected through NMLS are NOT REFUNDABLE OR TRANSFERABLE.	N/A
<input type="checkbox"/>	Surety Bond Rider: Contact the surety bond producer to inform them of the change and effective date so the producer can initiate the Surety Bond Rider Process in NMLS. Visit the ESB for NMLS Licensees page of the NMLS Resource Center for more information about the Electronic Surety Bond process.	Electronic Surety Bond
<input type="checkbox"/>	Lease Agreement/Proof of Ownership: Submit a copy of the executed lease for the proposed licensed location. The lease must be in the name of the applicant. If the lease is in another entity's name, the lease must explicitly permit the applicant to operate from the location or the applicant will need to submit a letter from the landlord that acknowledges the applicant's authority to operate from the leased space. This document should be named <i>[Company Legal Name] Lease</i> . If the landlord letter is required, that document should be also be submitted and should be named <i>[Company Legal Name] Landlord Acknowledgement</i> .	NMLS Upload under Document Uploads in the <i>Additional Requirements</i> section of the Company Form (MU1).
<input type="checkbox"/>	Municipal Business License: Submit a copy of any required municipal business license. This includes any required city or county licenses, occupancy certificates or business tax receipts. This document should be named <i>[Company Legal Name] Local Licenses</i> .	NMLS Upload under Document Uploads in the <i>Additional Requirements</i> section of the Company Form (MU1).
<input type="checkbox"/>	Return Original License: Company is required to return its license to this agency.	Mail to Nevada Financial Institutions Division

NMLS ID Number	
Licensee Legal Name	

Complete	NV-FID Money Transmitter License Addition or Modification of Other Trade Name Amendment Items	Submitted via...
<input type="checkbox"/>	Addition or Modification of Other Trade Name: Submit an amendment for an addition of or change to an Other Trade Name through the Company Form (MU1) in NMLS.	NMLS
Note	Addition of Other Trade Name \$0 per license. Fees collected through NMLS are NOT REFUNDABLE OR TRANSFERABLE.	N/A
<input type="checkbox"/>	Trade Name/Assumed Name Registration Certificates: Trade Name/Assumed Name Registration Certificates must be submitted related to this change type. If operating under an “Other Trade Name”, upload the Fictitious Firm Name Filing from each Nevada county in which you intend to do business. This document should be named <i>[Company Legal Name] FFN for [Trade Name] – [County name]</i> .	Upload in NMLS: under the Document Type <u>Trade Name/Assumed Name Registration Certificates</u> in the <i>Document Uploads</i> section of the Company Form (MU1).
<input type="checkbox"/>	Municipal Business License: If the local business license or business tax receipt was updated as part of the trade name change, the license must be submitted related to this change type. This document should be named <i>[Company Legal Name] Local Licenses</i> .	Upload in NMLS: under the Document Type <u>Local License</u> in the <i>Document Uploads</i> section of the Company Form (MU1).
<input type="checkbox"/>	Return Original License: Company is required to return its license to this agency.	Mail to Nevada Financial Institutions Division

NMLS ID Number	
Licensee Legal Name	

Complete	NV-FID Money Transmitter License Deletion of Other Trade Name Amendment Items	Submitted via...
<input type="checkbox"/>	Deletion of Other Trade Name: Submit an amendment for deletion of an Other Trade Name through the Company Form (MU1) in NMLS. If deleting an Other Trade Name, this name must be removed from the <i>Other Trade Names</i> section of the Company Form (MU1).	NMLS
<input type="checkbox"/>	Return Original License: Company is required to return its license to this agency.	Mail to Nevada Financial Institutions Division

Complete	NV-FID Money Transmitter License Change of Legal Status Amendment Items	Submitted via...
Note: In many cases, a change to the Fiscal Year End, Legal Status, and State or Date of Formation indicates a new entity has been formed and a new NMLS record is required. This includes the creation of a new NMLS account and submission of a new Company Form (MU1).		
<input type="checkbox"/>	Change of Legal Status: Submit an amendment for a change in Legal Status within the Company Form (MU1) in NMLS.	NMLS

Complete	NV-FID Money Transmitter License Addition or Modification of Affiliates/Subsidiaries Amendment Items	Submitted via...
<input type="checkbox"/>	Addition or Modification of Affiliates/Subsidiaries: Submit an amendment for an addition or change in Affiliates/Subsidiaries within the Company Form (MU1) in NMLS.	NMLS

Complete	NV-FID Money Transmitter License Addition or Modification of Direct Owners/Executive Officers Amendment Items	Submitted via...
<input type="checkbox"/>	Addition or Modification of Direct Owners/Executive Officers: Submit an amendment for an addition or change in Direct Owners/Executive Officers within the Company Form (MU1) in NMLS.	NMLS
<input type="checkbox"/>	Credit Report for Control Persons: \$15 per control person.	NMLS (Filing submission)
<input type="checkbox"/>	Credit Report: Individuals in a position of control are required to authorize a credit report through NMLS. Individuals will be required to complete an Identity Verification Process (IDV) along with an individual attestation before a license request for your company can be filed through NMLS.	NMLS
<input type="checkbox"/>	FBI Criminal Background Check for MU2 Individual: \$36.25 per person	NMLS (Filing submission)
<input type="checkbox"/>	MU2 Individual FBI Criminal Background Check Requirements: When added to the Company Form (MU1), the following Individuals, as specified below, are required to authorize a FBI criminal background check (CBC) through NMLS. <i>Direct Owners</i> <ul style="list-style-type: none"> Any stockholder who owns 20 percent or more of the applicant's stock 	NMLS

Complete	NV-FID Money Transmitter License Addition or Modification of Direct Owners/Executive Officers Amendment Items	Submitted via...
	<p>or member interests.</p> <p><i>Executive Officers</i></p> <ul style="list-style-type: none"> Each person who applies for a license to operate a money transmitter company and each person who will serve as a director, officer, partner, trustee, manager or member acting in a managerial capacity, and any individual with authority to initiate transactions in the Nevada trust account. <p>After authorizing a FBI criminal background check through the submission of the Company Form (MU1) and Individual Form (MU2), you must schedule an appointment to be fingerprinted if new prints are required.</p> <p>See the Criminal Background Check section of the NMLS Resource Center for more information.</p> <p>Note: If you are able to 'Use Existing Prints' to process the FBI criminal background check, you DO NOT have to schedule an appointment. NMLS will automatically submit the fingerprints on file.</p>	
<input type="checkbox"/>	<p>Personal Financial Statement: The following individuals, as specified below, on the Company Form (MU1) are required to upload a personal financial statement.</p> <p>The financial statement must include the individual's net worth. A list of material assets and liabilities must be disclosed to verify the individual's net worth.</p> <p><i>Executive Officers</i></p> <ul style="list-style-type: none"> Each person who applies for a license to operate a money transmitter company and each person who will serve as a director, officer, partner, trustee, manager or member acting in a managerial capacity, and any individual with authority to initiate transactions in the Nevada trust account. <p>This document should be named <i>NV – Personal Financial Statement</i>.</p>	<p>Upload in NMLS: under the Document Type <u>Personal Financial Statement</u> in the <i>Document Uploads</i> section of the Individual Form (MU2).</p>
<input type="checkbox"/>	<p>Legal Name/Status Documentation: Upload legal documentation of legal name or legal status.</p> <p>Nevada law requires that certain individuals (see details below) from a Nevada money transmitter company are at least 21 years of age <u>and</u> are either citizens of the United States or lawfully entitled to remain and work in the United States.</p> <p>The following individuals must submit the age/status documentation:</p> <p><i>Executive Officers</i></p> <ul style="list-style-type: none"> Each person who applies for a license to operate a money transmitter company and each person who will serve as a director, officer, partner, 	<p>Upload in NMLS: under the Document Type <u>Legal Name/Status Documentation</u> in the <i>Document Uploads</i> section of the Individual Form (MU2).</p>

Complete	NV-FID Money Transmitter License Addition or Modification of Direct Owners/Executive Officers Amendment Items	Submitted via...
	<p>trustee, manager or member acting in a managerial capacity, and any individual with authority to initiate transactions in the Nevada trust account</p> <p>Provide documentation to verify age and citizenship status (Government-issued identification, birth certificate, U.S. Passport, Permanent Resident card, U.S. Visa, etc).</p> <p>Note: Not all states require a driver's license holder to be a US citizen (California, Colorado, Connecticut, Delaware, Hawaii, Illinois, Maryland, Nevada, New Jersey, New Mexico, New York, Oregon, Utah, Vermont, Virginia and Washington). If the individual is submitting a state ID as proof of citizenship, you must ensure your state requires citizenship as a condition for issuance or you must submit additional documentation to verify your status. REAL IDs will be accepted from all state's as proof of lawful residency.</p> <p>This documents should be named <i>[Document Name]</i> (Ex. Driver's License, Marriage Certificate, etc.).</p>	

Complete	NV-FID Money Transmitter License Addition or Modification of Indirect Owners Amendment Items	Submitted via...
<input type="checkbox"/>	Addition or Modification of Indirect Owners: Submit an amendment for an addition or change in Indirect Owners within the Company Form (MU1) in NMLS.	NMLS
Note	MU2 Individual FBI Criminal Background Check Not Required Through NMLS: Indirect Owners are NOT required to authorize a FBI criminal background check (CBC) through NMLS.	N/A

Complete	NV-FID Money Transmitter License Change of Disclosure Question(s) Amendment Items	Submitted via...
<input type="checkbox"/>	Change of Disclosure Question(s): Submit an amendment for a change to Disclosure Question response(s) through the Company Form (MU1) in NMLS.	NMLS
<input type="checkbox"/>	<p>Changing a Response from No to Yes: Provide a complete and detailed explanation and document upload for each response that changes from "No" to "Yes" for company or each control person.</p> <p>See the Company Disclosure Explanations Quick Guide for instructions.</p>	Upload in NMLS in the <i>Disclosure Explanations</i> section of the Company Form (MU1) or Individual Form (MU2).

Complete	NV-FID Money Transmitter License Change of Disclosure Question(s) Amendment Items	Submitted via...
<input data-bbox="139 426 180 468" type="checkbox"/>	<p>Changing a Response from Yes to No: When changing a Disclosure Question response from Yes to No, you will be required to remove the question from the associated Disclosure Explanation and provide an Amendment Reason.</p> <p>You must select “Add Explanation for “No” Responses” and provide an explanation for each response that changes from “Yes” to “No” for company or each control person. You may also upload a document (PDF) related to the explanation.</p> <p>See the Company Disclosure Explanations Quick Guide for instructions.</p>	<p>NMLS</p>